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LIMITED LIABILITY COMPANY

SUNCOAST RETINA SPECIALIST, PL

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**ARTICLES OF ORGANIZATION
OF
SUNCOAST RETINA SPECIALISTS, PL**

The undersigned hereby certifies that he has formed a limited liability company under the State of Florida.

ARTICLE I

Name

The name of the limited liability company shall be **SUNCOAST RETINA SPECIALISTS, PL**

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the limited liability company is:
1518 Willow Brook Drive, Palm Harbor, Florida 34683.

ARTICLE III

Period of Duration

The limited liability company shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by an operating agreement adopted by the Members of the limited liability company.

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966

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ARTICLE IV**Purposes**

The limited liability company may engage in the practice of medicine specializing in ophthalmology and may engage in the transaction of any or all lawful business for which limited liability companies may be formed under the laws of the State of Florida.

ARTICLE V**General Powers**

The limited liability company shall have and exercise all powers under Florida law necessary or convenient to effect its purposes.

ARTICLE VI**Registered Office and Registered Agent**

The street address of the limited liability company's initial registered office is 625 Court Street, Suite 200, Clearwater, FL 33756 and the initial registered agent at such address is Emil C. Marquardt, Jr. The limited liability company may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 608.416, Florida Statutes. Emil C. Marquardt, Jr. is specifically authorized to sign and file such Affidavits as may be required under Section 608.407, Florida Statutes.

Emil C. Marquardt, Jr., Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
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ARTICLE VII

Management

The management of the limited liability company shall be vested in the Members. The Members shall have the powers granted to them in the regulations. The initial Member's name and address:

Dana Deupree, M.D.
1518 Willow Brook Drive
Palm Harbor, Florida 34683

ARTICLE VIII

Continuity of Business

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the business of the limited liability company shall not cease and the limited liability company shall not be dissolved unless the business of the limited liability company is terminated by the consent or agreement of the majority of the remaining Members interests. Notwithstanding the death, retirement, resignation, expulsion or bankruptcy of a Member, all contracts authorized by the limited liability company and executed by such Member in his or its representative capacity shall survive and shall inure to the benefit of the limited liability company.

Emil C. Marquardt, Jr., Esq.
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ARTICLE IX**Restrictions on Membership**

No new Members shall be admitted to the limited liability company without the prior consent of a majority of the existing Members interests. Contributions required of new Members shall be determined as of the time of their admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except in compliance with the operating agreement of the limited liability company. Additional restrictions and conditions on membership may be set forth in regulations adopted by the Members.

ARTICLE X**Operating Agreement**

The Members of the limited liability company shall adopt an operating agreement pertaining to the regulation, management and affairs of the limited liability company, provided that such operating agreement shall not be inconsistent with these Articles of Organization or with the laws of the State of Florida. The operating agreement shall be repealed or altered only by the Members of the limited liability company, in the manner now or hereafter prescribed by the laws of the State of Florida.

ARTICLE XI**Acknowledgment**

The undersigned, being the initial Member of the limited liability company, hereby certifies that the foregoing constitutes the Articles of Organization of **SUNCOAST RETINA**

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SPECIALISTS, PL. These Articles of Organization may be amended from time to time by the Members in the manner now or hereafter prescribed by the laws of the State of Florida.

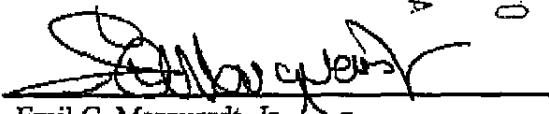
ARTICLE XII

Voting

Each Member's vote shall be weighted in proportion to the Member's initial capital accounts plus any additional capital contributed by the Members at the request of the limited liability company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this

3rd
day of April, 2003.


Emil C. Marquardt, Jr.
Attorney and Authorized Representative
for the Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
SUNCOAST RETINA SPECIALISTS, PL
2. The name and address of the registered agent and office is:

Emil C. Marquardt, Jr.
625 Court Street
Suite 200
Clearwater, Florida 33756

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 3rd day of April, 2003.


Emil C. Marquardt, Jr.

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